

# Civil & Building Code of Ethics



Shared **innovation**

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# — INTRODUCTION

This Code of Ethics (“Code”) supplements the Bouygues Group Code of Ethics Practical Guide EDC 10 and Compliance Programs (collectively “Group Codes”) and associated policies and procedures and is applicable only to Civil & Building North America Inc group of companies that includes Americaribe LLC, BYME USA LLC (all together referred as “CBNA”) organized under the laws of the United States and all their respective subsidiaries companies. United States laws and its operating environment so-metimes present different obligations from those addressed in the Group Codes. This Code applies to CBNA’s operations both inside and outside of the United States. Group Codes and this Code shall be regarded as mutually explanatory of one another. When the provisions in this Code are in addition to provisions of the Group Codes or specifying for the specific context of CBNA, only this Code will govern. Questions regarding this distinction and the applicability of various Group Co-des should be addressed to the Compliance Officer on an as-required basis.

## **Formula for Success**

CBNA and its employees can avoid compliance issues if they (1) read, know, understand and follow their contract with their client, (2) have a working knowledge of the applicable Code of Ethics, and (3) follow the test of transparency. The test of transparency can also be referred to as the “newspaper test.” The newspaper test asks when you are confronted with an issue, would you want your response to that issue to appear on the front page of the newspaper for family, friends, supervisors, colleagues, clients and potential clients to see? If the answer is “no,” then avoid the conduct. If you are still unsure, seek guidance from a supervisor or the Compliance Officer.

## **Zero Tolerance for Violations**

CBNA has zero tolerance for violations of the law, applicable regulations, its Group Codes and present Code of Ethics. Every violation will result in the imposition of appropriate disciplinary action.





# CONFLICTS OF — INTEREST

## 1

In addition to requirements stated under Article 5 of Bouygues Code of Ethics and “Conflict of Interests” compliance program, CBNA and its employees shall comply with following engagements as per present Code of Ethics ; Personal Projects and Outside Employment.

### Personal projects

CBNA employees may not use any CBNA subcontractor or supplier or any tradesperson employee of CBNA to perform any work on the personal property of a CBNA employee or the property of any relative – even if the work is paid for by the CBNA employee.

### Outside employment

CBNA employees may not accept secondary employment with any company that does any business with CBNA.

# COMMUNICATIONS & —INFORMATIONS

## 2

### Confidential Company Information

As a reminder to the principles set out in Group Codes, each CBNA employee must be vigilant both on and off the job, in protecting CBNA confidential information with the utmost care. No employee may disclose any confidential company information to any third party, including family member, relative or anyone else outside of CBNA. Company information is confidential when it does not appear on the websites of CBNA or any other group company.

### Trading in Publicly Traded Securities

Insider trading is a serious crime in the United States and can result in the imposition of long jail sentences and severe financial penalties. Insider trading is generally defined as purchasing or selling company securities while in possession of material, non-public information about the securities. Insider trading violation may include insider “tipping” which means disclosing any inside information concerning the company to the others to enable such person to buy or sell stock or other securities of the company.

“Inside information” is a material and non-public information that a reasonable investor would likely consider important in deciding to buy, sell or hold securities. Employees may not buy or sell the securities of any Bouygues related company or any company doing business with or seeking to do business with CBNA or any Bouygues related company without first obtaining guidance from the Compliance Officer. Employees shall in no case disclose any insider or other confidential information to any person outside of the CBNA or Bouygues Group, including their family members, friends and relatives.

For further information on prevention of the insider dealing please refer to Bouygues “Financial Information and Securities Trading” Compliance Programme.

## Protecting Bid Information

Employees must never discuss with anyone outside of the company any pricing information as it relates to subcontractor or other bids for work or supplies. Violation of this important rule of confidentiality can lead to claims of bid rigging, which is a serious crime.

### Example :

I am a Superintendent. During a meeting with one of the subcontractors on site I have learned that they are facing a major litigation. The subcontractor's representative complained about low chances to win. The information is not public at this stage. My sister has invested a big sum of money into this Subcontractor. Am I allowed to share such non-public information with my sister?



**No. You came across inside information through your work in the company. Giving such insider information to her sister could be considered as “insider tipping” which means sharing “inside” information to another person (relative, colleague, friend) to enable such person to buy or sell stock or other securities of the company on the basis of such information. Such behaviour is prohibited under trading law and this code.**





# FINANCIAL TRANSACTIONS— ACCOUNTING

## Integrity and Accuracy of CBNA Records

As a publicly traded company, Group Codes require it to keep company records, including expense reports and project records, in an honest and accurate manner. In particular, and in addition to other requirements ascribed under aforementioned Group Codes, Employees must never bill or charge their time to any project where that time was not worked – even if the project has a lump sum contract.

## Certified Pay Application and Change Orders

Negotiating and executing Certified Applications for Payment and Change Orders requires special knowledge and care. A certification is a special representation that the facts contained in a document are true and accurate. A certification usually has the same legal effect as standing before a judge and swearing that the facts contained in a document are true and accurate. Executing such documents requires special care, and if you are uncertain about the accuracy of the document do not sign it until you are certain. False certifications can have serious consequences to the signer and to CBNA. A certified pay application will typically contain language to the effect that the work being billed for has been completed pursuant to the contract documents – a very broad and legally risky statement. CBNA must be sure that everything set forth in the certified pay application is accurate.

In addition, the negotiation and execution of change orders on public projects also carry special risks. Whenever possible, avoid using the term “cost” and instead discuss “price.” Misstatements or even honest mistakes in these documents can result in a violation of the federal Truth in Negotiations Act and even a state or federal false claim act with serious consequences to both CBNA and the signer.



# INTERNAL — CONTROL

# 4

## Internal Investigations

In addition to the internal audit investigation being held by the internal audit departments of the Group and Business segments as provided under Bouygues Code of Ethics, there might be an occasion when executive management decides, after prior approval from Compliance Officer, to retain outside attorneys to determine whether the company is at legal risk and you may be interviewed by the company's attorneys or asked to provide documents. Each employee contacted to assist with an internal investigation is obliged to give complete, truthful and accurate cooperation to the company's attorney during any interview or, if requested, to produce documents or other information. An internal investigation is confidential and any conversation between the employee and the company's attorney is confidential. CBNA employees may not disclose to anyone any aspect of the interview, or even the fact that they were interviewed or provided documents. Finally, CBNA employees may not disclose to anyone that there is an internal investigation.





# CHARITABLE CONTRIBUTIONS — PATRONAGE

## Charitable Contributions

As provided under Section 13 of Bouygues Code of Ethics “charitable contributions and patronage initiatives are authorised if they effectively serve a cause of general interest and contribute to community action initiatives as defined by the Group or its entities”.

In addition to requirements set out in Group Codes, CBNA shall not make any charitable contribution to any entity – public or private – if the company is proposing or about to propose to the entity unless it first obtains approval from the Compliance Officer, who shall consult with appropriate external legal counsel as necessary. Charitable contributions under this scenario can be legally risky and lead to loss of a bid or even an investigation. Moreover, CBNA and its employees acting in their official capacities as employees must be especially careful making charitable contributions to local charities as such funds have been shown around the world to be an alternative path to the enrichment of Foreign Government Employees, as defined below, rather than the purported beneficiaries of the charity. The same caution should be exercised before responding to any requests of local leaders for “community support” or donations. The policy of CBNA is to avoid making donations of money and that any charitable donations are to be made in-kind rather than in cash. This policy makes it far more likely that a contribution goes to those in need and not to someone else.

Before seeking to make any charitable contribution, employees shall request the Compliance Officer to make reasonable inquiries about the charity and seek to identify connections, if any, to local officials and politicians as provided in the Group Codes. When charitable contributions are being considered and subject to compliance with charitable contribution policies as described under Code of Ethics and Group Codes, the Compliance Officer may obtain advice of local legal counsel to determine in advance whether such contributions are legal. For all the foregoing reasons, no employee shall make any charitable contributions on behalf of CBNA without the prior written permission of the Compliance Officer.

The Compliance Officer shall maintain a register of all Charitable Contribution performed by CBNA.

# RELATIONS WITH CUSTOMERS AND SUPPLIERS—



## Minority/Women/Disadvantaged Owned Business Enterprises

Projects containing any public money or tax benefit will typically contain contractual and sometimes legal requirements that a certain percentage of the work be awarded to minority / women/disadvantaged owned enterprises. It is also becoming more common for completely private contracts to contain these requirements. If CBNA is required to award a certain percentage of works to such companies by contract and / or by the law, CBNA shall ensure that these companies provide a commercially useful function. They may not operate as mere pass-through that makes it appear they are legitimate businesses when in fact they are a mere “front.” Tolerating this misbehaviour is a violation of the contract and can even result in a criminal investigation. Managers should ensure that project teams are capable through training or otherwise to comply with both the contractual and legal requirements of any contract that sets aside portions of the work to be awarded to these enterprises before the work begins.

## Dealing Appropriately with Public Employees and Public Owner Representatives

Without derogating from any provision of Chapter 2 of EDC 10, CBNA employees may not give anything of value to any public employee, foreign or domestic – even if applicable laws permit it. “Anything of value” includes but is not limited to money, meals, tickets, favours, employment, recommendations for acceptance or a scholarship at a university, and other things having a value. CBNA employees may not give anything of value to any public owner representative such as an architect, program manager or engineer or any other person retained by a publicly funded owner. “Publicly funded owner” as used in this document means any public owner or private owner of a project where any public funding, including tax rebates or real estate tax abatements, are present. No CBNA employee shall have any discussions with any public employee regarding potential employment with CBNA or any related company unless CBNA shall first determine and then follow any applicable procedures of the public employee’s agency. Failure to follow this policy can result in serious consequences to CBNA and even to its parent and related companies. Notwithstanding any other company policy, no employee of CBNA may pay a facilitation or “speed up” payment to any public employee in any country where CBNA has or might have operations, “except in cases where there is a real, serious, imminent threat to a senior executive’s or employee’s life, integrity or safety” subject to full compliance with requirements of Group Codes. Such payments constitute bribes under applicable laws and are not permitted by CBNA policy.

CBNA employees dealing with persons defined as “Foreign Government Officials” or “Foreign Government Employees,” in the CBNA Code of Ethics are required to follow that policy – whether those defined persons are present inside or outside of the United States.

#### Example:

I received a gift that has no value for me. The owner’s Engineer of the publicly funded project I work on showed interest in such gift. Can I give it to him? Will it still be considered as a gift even though I paid nothing for it?



**Yes, even if you did not pay anything out of the pocket the item will still be considered as a gift and therefore not allowed under present Code of Ethics.**

## Minority/Women/Disadvantaged Owned Business Enterprises

CBNA must respect the Group Codes and internal policies of its clients and potential clients with relation to any gifts and invitations. In particular prior to an Employee giving or receiving any gift and/or invitation from any client or potential client, Employees of CBNA shall first make sure that such gift and / or invitation is compliant with Group Codes and in particular with established thresholds. A submission in the compliance reporting tool made available for all employees could be necessary as per Group Codes. In addition to such requirements, employees of CBNA may not give anything of value to any employee of any client or potential client where the internal policy prohibits such employees from accepting gifts or other items from CBNA. It is not unusual for contracts with private owners to prohibit giving anything of value to the employees of the private owner. In some scenarios, violation of such a provision can be defined as a material breach of the contract. Before giving any gift, meal or anything else having value to any client or potential client of CBNA, CBNA employees shall: (i) ensure this will not cause that employee to violate the client’s internal policy, (ii) the Group Codes and (iii) check the contract.



## Dealing Appropriately with CBNA Subcontractors and Suppliers

CBNA employees may not accept anything of value from any CBNA subcontractor or supplier or one seeking to become a CBNA subcontractor or supplier. A subcontractor or supplier is “seeking to become a CBNA subcontractor or supplier” when it has a prequalification statement on file with CBNA or is otherwise pursuing such a relationship with CBNA. “Anything of value” includes but is not limited to money, meals, tickets, favours, employment of friends or relatives, recommendations for acceptance as a student at a university, scholarships and other things having a value. CBNA shall not solicit subcontractors or suppliers financial or in-kind support for a company sponsored charitable event, unless the Compliance Officer approves such solicitation. When CBNA is working on a project with any public funding, CBNA employees must not entertain or give the subcontractors on that project anything of value. Providing such subcontractors with modest meals at safety luncheons, subcontractor appreciation luncheons or modest meals as part of working sessions in CBNA’s offices or at the project site is acceptable, provided the rules of the Group Codes with respect to invitations are adhered to.

## Dealing Appropriately with Union Officials

CBNA employees may not give anything of value to a union official and you may not accept anything of value from a union official.

## Lobbyists

No lobbyist shall be retained by CBNA in regards to any potential project and related activities, unless the action complies with the Group Codes (it being noted that such occurrences will be very few, if any) and subject to the express prior written agreement of the Compliance Officer after getting an external legal opinion.

## Dealing with the Risks of Publicly Funded Projects

CBNA expects all employees to deal honestly, carefully and transparently with all projects – both publicly funded and privately funded. But publicly funded projects have special legal and reputational risks and require even greater care. Mistakes on these public projects can result in legal actions, criminal investigations and even damage to the company’s well-earned reputation for integrity and good work.

CBNA Employee shall never make or allow anyone else to make a knowing or careless false or inaccurate written or oral statement to any government agency, government employee or anyone else. Note that the pressure of time is not a valid excuse to cause the making of a false or inaccurate statement. Due to the special risks present on publicly funded projects, executive management must ensure that all members of the project team receive special compliance training before the project begins in case the last compliance training received by the project team was done more than 6 month before starting of the project.

## Offers of Rebates, Incentives, Discounts, and Free Services from Vendors

CBNA and its employees may not accept rebates, incentives, discounts or free services from vendors. CBNA may not accept these items unless they are authorized by contract. Otherwise, CBNA will accept only a reduced price. Any time these items are accepted by CBNA, any price reduction or savings must be passed on to the customer when the contract is cost plus or cost reimbursable.



# — CORRUPTION

## 7

The primary objective of this section is to provide a framework and guideline for the employees of CBNA to comply with the Foreign Corrupt Practices Act (“FCPA”), the laws of the countries where it operates, and as the parent company of CBNA is based in France, other applicable anti-corruption laws in France, the European Union, and elsewhere in connection with all activities necessary and associated with CBNA’s operations. Employees of CBNA doing business inside and outside of the United States and its territories must be aware of the legal risks they face pursuant to the provisions of the FCPA and its equivalent in other countries. The FCPA and other similar laws are directed primarily to the prohibition of the payment of any bribes and the giving of anything of value that has the same effect as a bribe to foreign officials, employees of foreign governments, employees of foreign government owned or controlled companies, foreign political parties, foreign political party officials, candidates for foreign political office, or an officer or employee of a public international organization (the United Nations and the International Monetary Fund are but two examples), an employee of an otherwise private organization funded by a foreign government or employees of an organization staffed by foreign government employees (collectively referred to as “Foreign Government Employee” or “Foreign Government Official”).

Arranging or making such payments or giving of gifts, meals or other items of value to such persons is illegal, constitutes a serious crime in the United States and elsewhere, and can put at risk the company’s ability to do business anywhere – including without limitation in the United States, the United Kingdom, France, and the European Union. The giving of gifts, meals or anything of value to Foreign Government Employees, American Authorities’ Employees and American Officials can also violate the FCPA and other applicable laws.

### Statement of policy

It is the express policy of CBNA that no employee and/or individuals acting on behalf of CBNA shall pay or approve payment of any bribe to any person – public or private – anywhere inside or outside of the United States. Any employee and/or individuals acting on behalf of CBNA who pays any bribe or violates the FCPA and any other anti-corruption law will be reported to the authorities, terminated from employment, and their relationship with CBNA ended.

# POLICY RULES

## Retaining third party consultants or intermediaries

As per group policy: “Bouygues Construction companies exert a high degree of vigilance when selecting partners, service providers, suppliers or other counterparties, to ensure that the status of people and the type of services comply with the applicable legislation and also the ethical rules and Compliance Programmes of the Bouygues Group.

Bouygues Construction companies specifically undertake not to request assistance from or solicit the support of any third party, whose services involve intervening or exerting influence, in return for payment, in order to obtain, or to seek to obtain, from a public or private counterparty, an order, a decision, an authorisation or any other benefit for a company within the Bouygues Construction Group, apart from having recourse to regulated professions whose purpose this is.”

In case of doubt, or interpretation issues, regarding the nature and content of the proposed transaction, the matter must be referred to the Compliance Officer.

## Political contributions

Employees are free to engage in personal political activity. However, Employees may not use company premises or equipment, including company computers, email, internet, stationary or mobile phones to engage in personal political activity. No employee may make any politically related donation in the name of the company nor shall any employee expressly or impliedly state that the company supports any political cause or political candidate. No company funds or use of company property may be donated to any political candidate or cause. CBNA shall not solicit its subcontractors and vendors to make political contributions. CBNA shall not make political donations inside or outside of the United States.

### Example :

I was invited on “meet-a-candidate” event. This candidate did a lot for our city and I wish to make a donation to its campaign. I think it can benefit CBNA if the donation is given on its name. Can I make a donation on behalf of the company?



**No, you cannot make a political donation on behalf of the company. When making personal donations you should be clear that the donation is being made on a personal level and from personal funds and in no case suggest that the donation is given on behalf of CBNA.**



## Payments for travel or foreign government employees and other persons considered as foreign government employees

The payment of business travel expenses and/or hosting for Foreign Government Employees (as defined in section VII of present I Code of Ethics) is strictly prohibited as per Group Codes and present Code of Ethics unless the contract expressly authorizes such expenses. Payments for the travel expenses and entertainment of relatives or friends of Foreign Government Employees are equally prohibited.

## Extortion and your personal safety

Sadly, there are occasions where a Foreign Government Employee, official or other person in a foreign country places a company employee or members of the company employee's family in reasonable fear of immediate loss of health, safety, or personal freedom by demanding that an otherwise unlawful payment be made on the spot. Such situations require the exercise of reasonable judgment in furtherance of the immediate personal well-being of the company employee, family members, and others affected by the incident. If circumstances allow, the employee should immediately contact a manager for guidance. However, if that is not possible under the circumstances and if the choice is made to pay the amount demanded, the Chief Executive Officer and the Compliance Officer must be notified immediately after the incident. Furthermore, if the company employee seeks reimbursement from the company for the amount paid, the request and all other records must reflect the actual situation in a transparent manner. No effort to cover-up the purpose of the payment is acceptable.

It bears emphasis that such payments may be made only when the health, safety, or personal freedom of the company employee or the employee's family member is in danger. Such payments may not be made to avoid mere inconvenience to the company employee or the company. Avoiding adverse economic consequences to the company is not a legitimate basis for such payments.



# — DEALING WITH SANCTIONS IN THE UNITED STATES & ELSEWHERE



The United States, EU and some countries have sanctions laws in place that might prevent CBNA from dealing with certain individuals or entities or even within various countries.

Before having any dealings with any supplier, client or in any country outside of the United States or with a potential client or supplier outside of the United States, CBNA must ensure that such dealings are not prohibited by sanctions laws in the United States, EU, or any other country.

Before dealing with any person, company or in any country outside of the United States, please refer to Sanctions and Embargos Compliance program and/or seek legal guidance from the Compliance Officer.



# — STANDARD OPERATING PROCEDURES



CBNA has prepared the following Standard Operating Procedures (SOP's) that are attached to and made a part of this Code of Ethics. The SOP's are designed to further the implementation of this Code of Ethics. Every CBNA employee are responsible for being familiar with and following this Code of Ethics and the SOP's.

## Standard operating procedures for operations by CBNA outside the United States

### — ESTABLISHING THE “BASE-LINE”

- 1.** Management has adopted and will consistently communicate its commitment to a policy of corporate integrity and compliance with all laws and regulations including Group Codes and present Code of Ethics.
- 2.** Management has issued a written policy that reflects that commitment.
- 3.** Management confirms its commitment to enforcing its policy across all levels of corporate management, from the most junior employee to the highest officers of the company, and anyone who violates this policy will be held accountable.
- 4.** Management has designated the Compliance Officer or her designate as the officer who shall also provide legal guidance, manage legal risk and oversee the implementation of this Policy.
- 5.** Management encourages all employees at any level to report any concerns about the company's adherence to its policy, laws or regulations and will establish the opportunities identified in “Reporting Violations” (below) for all employees without fear of retaliation.
- 6.** Management hereby sponsors and supports the following elements of its corporate integrity and compliance commitment in addition to the other compliance policies in the Bouygues Group of Companies. Managers are responsible for personally reviewing all expense reports and documentation related to entertainment, gifts, meals or similar items – whether or not they involve foreign government officials.

**7.** CBNA shall have an internal compliance audit performed by a qualified person within the company at least once every two (2) years for any project undertaken outside of the United States, unless the CBNA Compliance Officer considers that more frequent audits shall be performed. The results of that audit shall be provided to the Compliance Officer, and she shall provide a copy to executive management of the company.

**8.** Whenever third-party local companies are utilized to obtain licenses or permits from foreign governments, care must be taken to ensure that the third-party company does not make improper payments when obtaining the license or permit or build in a corrupt payment when pricing its services to CBNA. Whenever possible, CBNA should obtain a schedule of standard government fees to avoid the indirect payment of bribes.

**9.** Any attempt by any person to solicit a bribe or other improper payment, favour or gift from CBNA must be reported to the business unit manager and the Compliance Officer immediately.

## — TRAINING AND CERTIFICATION

**1.** All employees must be trained on FCPA compliance as part of the CBNA compliance program such that they should have a basic understanding of the requirements of this Policy.

**2.** All employees must also be trained as part of the CBNA compliance program.

**3.** All employees shall receive such compliance training and it shall then be given no less than once every two years preferably in person, as appropriate.

**4.** The local business unit manager shall notify the Compliance Officer for CBNA of any new employees or employees who have missed regularly scheduled compliance training of any kind so that arrangements can be made for those employees to be trained quickly.

**5.** Sign-in sheets must be kept on file for every training session involving compliance and a copy shall be sent to the Compliance Officer or her designate.

**6.** The Compliance Officer shall also ensure that all financial managers are trained regarding this Policy, the FCPA and other anti-corruption procedures.

**7.** Employees who have the responsibility to interact with government officials to obtain licenses or permits should be specially trained and monitored so as to avoid actions that would constitute corrupt payments to corrupt government officials. Such improper payments are never permitted.



**8.** Unless already done pursuant to the Group Codes, every employee at every level of the company shall certify annually that they have reviewed all applicable compliance policies and codes, that they understand them, and that they agree to comply with them as a condition of their continued employment at CBNA.

## **DOING BUSINESS WITH FOREIGN GOVERNMENT OFFICIALS**

**1.** Employees at all levels shall determine sufficient information about people they are dealing with who are likely to be or even might be a government official before meeting with such persons. The definition of a government official includes government employees, all its various subdivisions, employees of international organizations like the United Nations and the International Monetary Fund, a public official or public employee, a member of a political party, party official, a candidate for political office, and an employee of a company owned or controlled by a foreign government. While the FCPA is directed at interaction with foreign government employees, the same diligence shall be exercised as to any possible interaction with an official or representative of the United States government, a state government or a local government.

**2.** Any employee meeting with a foreign government official as defined above shall report that meeting in advance to the business unit manager and shall report the outcome of the meeting.

**3.** Without derogating from the compliance checks effected as per the Group Codes, employees shall learn whatever they can about the person they are to meet with well in advance of the meeting date by performing reasonable due diligence and checking the internet, local newspapers and other resources before the meeting.

**4.** If, based upon such due diligence or otherwise (instinct, rumour or other basis) an employee has concerns about the integrity of the person the employee will be meeting, those concerns should be brought to the immediate attention of the business unit manager and Compliance Officer well before the meeting. The meeting with such a person shall always include the presence of another company employee, preferably the business unit manager.

**5.** Whenever a government official suggests that the company or an employee will have an easier time doing business with the government by retaining a relative or someone else “connected” with the foreign government, the employee must immediately seek the counsel of the business unit manager and report the incident to the Compliance Officer or her designate. The use of such intermediaries is forbidden by Group Codes and the present Code of Ethics. Indeed, such use is often problematic, unnecessary if legitimate business is contemplated by the foreign government official, and it can expose CBNA and the employee to criminal and civil liability under the FCPA and other similar laws.



**6.** Companies often get into trouble with the FCPA or local law as a result of behaviour by an intermediary, “consultant,” “partner,” or other third party, which can lead to criminal and civil investigations and liability. For that reason, use of intermediaries between CBNA and the Foreign Government Employee should not be undertaken without the express prior written approval of the Compliance Officer and in compliance with the present Code of Ethics and Group Codes.

**7.** CBNA employees shall not confer any personal benefit, gift, meal, entertainment or anything else of any value to a Foreign Government Official or Foreign Government Employee as defined above.

**8.** All legal advice required to be obtained by these procedures should be sought in a timely manner to provide a reasonable opportunity for consideration so that responsive legal advice may be provided before action is taken.

## — POLITICAL CONTRIBUTIONS

**1.** CBNA will not make any political contributions within the United States or in any country outside of the United States.

## — LOCAL LAWS

**1.** Employees should be aware that even though local corruption laws may be lax, non-existent, or not enforced, they could be used against the company and expatriate employees as well as local employees.

**2.** CBNA employees shall always respect and observe local laws.

**3.** Whenever an employee has questions about local law, the Compliance Officer should be consulted so that he may facilitate prompt and efficient legal guidance from local counsel.

## — POLITICAL CONTRIBUTIONS

- 1.** All of CBNA' s financial control policies shall be followed, and these procedures shall be deemed to supplement them.
- 2.** Always Carefully, Accurately and Contemporaneously Record Any Payment. This requirement may appear to be counter-intuitive, however, the fact that such transactions are recorded truthfully minimizes the risk of misperception by regulators or prosecutors and allows management to evaluate the transaction and make appropriate judgments in response to the transaction.
- 3.** Employees must be especially careful making cash payments, even if that is how business is traditionally done in the locale of the Project and only in circumstances where there is no other alternative method of payment such as check or wire transfer. Cash payments are viewed with great suspicion by the U.S. government and other regulators in other countries. In all such cases, the company must insist upon an original receipt for the cash payment from the recipient and that receipt must be maintained and noted in the company's financial records. As with all other payments, cash payments may only be made in payment for lawful goods or services actually provided.
- 4.** If an intended recipient of a cash payment is unwilling to provide a written receipt, the payment should not be made.
- 5.** Employees submitting expense reports must do so promptly and monthly to facilitate prompt monitoring and review of all expenses.
- 6.** All information provided in an expense report shall be subject to monitoring and verification and accompanied by full and complete documentation, including original and detailed receipts.
- 7.** If intermediaries are retained, their expense reports and documentation should be scrutinized with care as the risk of corruption is heightened.
- 8.** When checks or wire transfers are used, the name on the check or wire transfer must be compared with the name in the debit ledger to ensure that they match.
- 9.** An employee who has access to blank checks or the ability to execute a wire transfer shall not proceed to the bank reconciliation and shall not have ability to change the bank information.

**10.** Any payments in amounts that are round numbers shall be segregated for special review and brought to the attention of the business unit manager.

**11.** Whenever a payment is made for goods or services, every reasonable attempt shall be made by the financial manager to confirm that such payment does not involve corrupt payments.

**12.** The financial manager shall review all expense reports submitted and ensure that any suspicious items are also promptly transmitted to the Compliance Officer or her designate for review.

**13.** All expense reports shall also be reviewed for compliance by a person at headquarters designated by the Compliance Officer.

**14.** Any irregularities should be reported to the business unit manager and Compliance Officer immediately.

**15.** Any and all records of the Project, including expense reports and receipts, shall be retained for at least 7 years from the date of the Project's completion.



## — WHISTLEBLOWING



### Ask the question

When you have a compliance question, you may email **E.SHAMANOVA@americaribe.us** 24 hours a day and you will receive a timely response. Please be sure to include your mobile phone number. If you see a compliance situation developing, please do not wait until the last minute, but send the email immediately and notify your supervisor.

### See something say something

When you see a company employee, subcontractor, supplier, regulator or anyone else en-gaging in behavior that you believe to violate the law, a regulation or this Code, you must report it to the Compliance Officer by emailing **E.SHAMANOVA@americaribe.us** or a supervi-sor. If you wish to remain anonymous, you may use the Hotline instead by calling **305-442-7978** or e-mail to **jjk@kavulaw.com** and make your report. Since a report to the Hotline is anonymous and there can be no follow up interview, please make sure you provide detailed information, including the “who, what, when, where and why” of what you are reporting so that CBNA can investigate the anonymous report.

A failure to report misconduct will be grounds for disciplinary action.

### Example :

I inadvertently came across an e-mail of a colleague at the office printer. I have an impression that the information contained in it violates CBNA Code of Ethics, even though I have doubts and am afraid to bring troubles to my colleague. Shall I report it?



**Yes, if you have reasonable doubts that anyone's actions violate Code of Ethics you shall report it in good faith either to your Compliance Officer or to the anonymous hotline. CBNA will investigate and decide if the action violates ethic principles of the company. Failure to report a misconduct may expose you to disciplinary actions.**

## Non-retaliation policy

CBNA will not retaliate against nor will it allow anyone in the company to retaliate against any employee who makes a report of misconduct in good faith. Anyone who retaliates against an employee under these circumstances will be dismissed.

## Contacts by government officials

Employees must immediately report to the Compliance Officer and their immediate supervisor any investigatory contact with any government official or employee even if you believe the contact has nothing to do with CBNA. You must also make this report if you believe that a subcontractor, vendor, joint venture partner or anyone else associated with a company project has such contact with a government official or employee.

## Avoiding the appearance of impropriety

The various Bouygues and CBNA codes of ethics and associated policies and procedures were never designed to, nor could they ever cover every possible compliance scenario an employee might encounter. Sometimes there will be no applicable policy or procedure and sometimes even doing something that appears compliant may carry with it the appearance of impropriety under the circumstances presented. Whenever you are unsure, ask for help and consider how your contemplated behavior will look to those who do not know what is in your head or your heart. If your actions might appear improper under those circumstances, seek an alternative course of action.





**CBNA**

*2 S Biscayne Blvd, Miami,  
FL 33131, United States*

[www.americaribe.us](http://www.americaribe.us)

